

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.,

Plaintiff,

v.

DEPFA BANK PLC and LLOYDS TSB
BANK PLC,

Defendants.

No. 10 CV 4424 (DLC) (AJP)

**LLOYDS TSB BANK PLC'S
ANSWER TO COUNTERCLAIM**

DEPFA BANK PLC,

Third-Party Plaintiff,

v.

ACCESS TO LOANS FOR LEARNING
STUDENT LOAN CORPORATION and
JPMORGAN CHASE BANK, N.A.,

Third-Party Defendants.

LLOYDS TSB BANK PLC,

Third-Party Plaintiff,

v.

ACCESS TO LOANS FOR LEARNING
STUDENT LOAN CORPORATION,

Third-Party Defendant.

Defendant/third-party plaintiff Lloyds TSB Bank plc ("Lloyds"), through its undersigned attorneys, answers the counterclaim of third-party defendant Access to Loans for Learning Student Loan Corporation ("ALL") as follows:

99-142. No answer is required to Paragraphs 99 through 142 of Third-Party Defendant Access to Loans for Learning Student Loan Corporation's Answer and Affirmative

Defenses to Lloyds TSB Bank plc's Amended Third-Party Complaint, dated October 29, 2010, because those paragraphs respond to Lloyds' Third-Party Claims for Relief against ALL, and they do not contain allegations addressed to Lloyds and do not allege any claim for relief against Lloyds. To the extent those paragraphs may be construed to contain any factual allegations against Lloyds, they are denied.

COUNTERCLAIM AGAINST LLOYDS TSB BANK PLC

143. Lloyds repeats and realleges its responses to Paragraphs 99 through 142 of ALL's Counterclaim as if fully set forth herein.

Venue and Jurisdiction

144. Paragraph 144 of ALL's Counterclaim states legal conclusions to which no answer is required.

145. Paragraph 145 of ALL's Counterclaim states legal conclusions to which no answer is required.

146. Paragraph 146 of ALL's Counterclaim states legal conclusions to which no answer is required.

Count One
(Declaratory Judgment)

147. Lloyds denies the allegations in Paragraph 147 of ALL's Counterclaim, except admits that there is an actual controversy between Depfa, Lloyds, BNY Mellon, and ALL as described in Lloyds' Amended Counterclaims, Crossclaim, and Third-Party Complaint.

WHEREFORE, Lloyds requests that the Court dismiss the counterclaim asserted by ALL herein, and award attorneys' fees, costs, interest, and such further relief as the Court deems just and proper.

Dated: November 19, 2010
New York, New York

MINTZ LEVIN COHN FERRIS
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CERTIFICATE OF SERVICE

On November 19, 2010, I caused a true and accurate copy of the foregoing Lloyds TSB Bank plc's Answer to Counterclaim to be served by email and the Court's electronic filing system on:

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Dated: November 19, 2010
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